

To,
The Secretary,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot C/1, Block-G,
BKC, Bandra (E), Mumbai-400051

SYMBOL: KRISHCA

Subject : Notice of Extra-Ordinary General Meeting (EGM) of Krishca Strapping Solutions Limited (“Company”).

Dear Sir/ Madam,

Pursuant to Regulations 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) we are enclosing the Notice of the Extra-Ordinary General Meeting (“EGM”) along with the Explanatory Statement of the Company scheduled to be held on *Saturday, July 27, 2024, at 11.00 A.M* through Video Conference (VC)/ Other Audio-Visual Means (OAVM).

Please note that the aforesaid Notice is also uploaded on the Company's website at www.krishcastrapping.com and on the website of NSDL at www.evoting.nsdl.com. The results of the EGM will be declared on or before Tuesday, July 30, 2024, and the same will be informed to the stock Exchange within stipulated timelines.

You are requested to kindly take the same on record.

For Krishca Strapping Solutions Limited

Diya Venkatesan
Company Secretary and Compliance Officer
Membership No. A55736

NOTICE TO SHAREHOLDERS

Notice is hereby given that an **Extra-Ordinary General Meeting** ('EGM') of the Members of Krishca Strapping Solutions Limited (the "Company") will be held on **Saturday, July 27, 2024**, at 11.00 A.M (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

Special Business:***Item No. 1: Issuance of Equity shares to the persons belonging to the 'Non-Promoter Group' Category on Preferential Basis.***

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 21,20,000** (Twenty One Lakhs Twenty Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") for cash, at an issue price of **Rs. 233/-** (Rupees Two Hundred Thirty-Three Only) per equity share (including a premium of Rs. 223/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, *for an aggregate amount of up to Rs. 49,39,60,000/- (Rupees Forty-Nine Crores Thirty-Nine Lakh Sixty Thousand Only)*, on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the "**Non-Promoter Group**" category ("**Proposed Allottees**") in the manner as follows:

#	Name of the Proposed Allotees	Category	No. of Equity Shares to be allotted (up to)	Amount in Rupees (up to)
1	M/s. S Gupta Family Investments Pvt. Ltd.	Non-Promoter	6,00,000	13,98,00,000
2	Reena Singhal	Non-Promoter	1,00,000	2,33,00,000
3	M/s. Subham Buildwell Private Limited	Non-Promoter	1,00,000	2,33,00,000
4	M/s. Narantak Dealcomm Limited	Non-Promoter	1,00,000	2,33,00,000
5	M/s. Real & Sons	Non-Promoter	33,000	76,89,000
6	M/s. Shri Bajrang Commodity	Non-Promoter	21,000	48,93,000
7	M/s. Niveshaay Hedgehogs LLP	Non-Promoter	21,000	48,93,000
8	M/s. Ten Eighty Investments	Non-Promoter	21,000	48,93,000
9	Manas Agarwal	Non-Promoter	15,000	34,95,000
10	Sachin Kasera	Non-Promoter	2,00,000	4,66,00,000
11	M/s. Satya Foundation	Non-Promoter	2,00,000	4,66,00,000
12	Jigar Chandrakant Shah	Non-Promoter	75,000	1,74,75,000
13	Ajay Girish Vora	Non-Promoter	1,25,000	2,91,25,000
14	Nikunj Sudhir Shah	Non-Promoter	50,000	1,16,50,000
15	M/s. Svastha consulting LLP	Non-Promoter	50,000	1,16,50,000
16	Madhubala Jain	Non-Promoter	25,000	58,25,000
17	Dev Karvat	Non-Promoter	85,000	1,98,05,000
18	M/s. Suryatej Advisors LLP	Non-Promoter	1,50,000	3,49,50,000
19	Santoshkumar Pandey	Non-Promoter	20,000	46,60,000
20	M/s. Kaviraj capital management Pvt Ltd	Non-Promoter	25,000	58,25,000
21	Neha Dipesh Jain	Non-Promoter	10,000	23,30,000
22	Vijay Jagmohandas Engineer	Non-Promoter	10,000	23,30,000
23	Sunil Abar	Non-Promoter	10,000	23,30,000
24	M/s. Caprize Investment Managers Private Limited	Non-Promoter	24,000	55,92,000
25	Henal Mayank Mamania	Non-Promoter	14,000	32,62,000
26	Kalpana Sudhir Bheda	Non-Promoter	14,000	32,62,000
27	Uma Goyal	Non-Promoter	12,000	27,96,000
28	Rekha Suraj	Non-Promoter	10,000	23,30,000
Total			21,20,000	49,39,60,000

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be **Thursday, June 27, 2024**, being the date which is 30 days prior to the date of Extra-Ordinary General Meeting of the Shareholders of the Company scheduled to be held on Saturday, July 27, 2024.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- (a) The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- (b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- (d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- (e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- (f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- (h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- (i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions

of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

Item No. 2: Issuance of Fully Convertible Warrants to the persons belonging to the ‘Promoter & Promoter Group’ and ‘Non-Promoter Group’ Category on Preferential Basis.

To consider and, if thought fit, to pass the following resolution as a ***Special Resolution***:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes,

variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 8,00,000** (Eight Lakh) Fully Convertible Warrants (“Warrants”) at an issue price of **Rs.233/-** (Rupees Two Hundred Thirty-Three Only) per warrant, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10 each/-, for cash, for an aggregate amount of **up to Rs. 18,64,00,000/-** (Rupees Eighteen Crores Sixty-Four Lakh Only), and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons belonging to the ‘**Promoter & Promoter Group**’ and ‘**Non-Promoter Group**’ category (“**Proposed Allottee**”) in the manner as follows:

#	Name of the Proposed Allotees	Category	No. of Warrants to be allotted (up to)	Amount in Rupees (up to)
1	Lenin Krishnamoorthy Balamanikandan	Promoter	2,50,000	5,82,50,000
2	Sachin Kasera	Non-Promoter	1,00,000	2,33,00,000
3	Marigold Partners	Non-Promoter	2,00,000	4,66,00,000
4	Jigar Chandrakant Shah	Non-Promoter	1,00,000	2,33,00,000
5	S V Enterprises	Non-Promoter	1,00,000	2,33,00,000
6	DivyaShri Ravichandran	Non-Promoter	50,000	1,16,50,000
Total			8,00,000	18,64,00,000

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be *Thursday, June 27, 2024*, being the date which is 30 days prior to the date of Extra-Ordinary General Meeting of the Shareholders of the Company scheduled to be held on Saturday, July 27, 2024.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the “**Warrant Exercise Period**”).
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- Warrants being allotted to the Proposed Allottee, and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.

- d) Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid upfront shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Committee of the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

**By order of the Board of Directors
For Krishca Strapping Solutions Limited**

Sd/-

**Diya Venkatesan
Company Secretary & Compliance Officer
Membership No. A55736**

**Place: Chennai
Date: July 04, 2024**

NOTES:

1. Pursuant to General Circular number 14/2020 dt. 8.4.2020, 17/2020 dt. 13.4.2020, 20/2020 dt. 5.5.2020, 28/2020 dt. 17.8.2020, 02/2021 dt. 13.1.2021, 19/2021 dt. 8.12.2021, 21/2021 dt. 14.12.2021, 02/2022 dt. 5.5.2022, 10/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dt. 13.05.2022, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dt. 5.1.2023 and SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dt. 07.10.2023 the companies are allowed to hold the Extra-Ordinary General Meeting through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the Extra-Ordinary General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred to as "EGM"). In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance /Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
2. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation / seeking appointment / re-appointment at this Meeting is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In compliance with MCA Circulars and SEBI Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 the Notice of EGM are being sent in electronic mode to those members / beneficial owners whose e-mail Id's are registered and whose name appears in the Register of Members /Depositories Participant(s) as at closing business hours on Friday, 28th June, 2024.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, July 24, 2024 to Saturday, July 27, 2024 (both days inclusive) for the purpose of Extra-Ordinary General Meeting of the Company.
7. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time

of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.krishcastrapping.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of EGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on Wednesday, 24th July 2024 and will end at 05:00 P.M (IST) on Friday, 26th July, 2024. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by NSDL.
13. The Company has appointed Mr. M. Sudhakar to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the EGM in a fair and transparent manner.
14. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than 2 working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchange where the shares of the Company are listed i.e. National Stock Exchange of India Limited placed on the Company's website <https://krishcastrapping.com>.
15. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the EGM

shall be deemed to be passed on the date of the meeting i.e. Saturday, 27th day of July, 2024.

16. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 20th July, 2024 are entitled to vote on the Resolutions set forth in this Notice. A person, who is not a Member as on the cut-off date i.e. 20th July, 2024 should treat this Notice for information purposes only.
17. In case a person has become a member of the Company after dispatch of EGM Notice, but on or before the cut-off date for e-Voting, i.e., 20th July, 2024 such person may obtain the User ID and Password from NSDL by e-mail request on evoting@nsdl.co.in for all future communication members.

Dispatch of Annual Report through Electronic Mode:

18. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022 and January 05, 2023, Notice of the EGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members as on cut-off date whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice of EGM will also be available on the Company's website <https://www.krishcastrapping.com>, websites of the Stock Exchange, that is, National Stock Exchange of India Limited at www.nseindia.com, respectively, and on the website of Company's E-voting partner at <https://www.evoting.nsdl.com>
19. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
 - b) the process to be followed for registration/updation of e-mail address by Members holding shares in physical mode, is given in this Notice.

Procedure for Inspection of Documents:

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the EGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an e-mail to cs@krishcastrapping.com.
21. Members seeking any information with regard to any matter to be considered at the EGM, are requested to write to the Company on or before Tuesday, 23rd July, 2024 to cs@krishcastrapping.com. The same will be replied by the Company suitably.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 24th July 2024 at 09.00 A.M and will end at 05:00 P.M (IST) on Friday, 26th July, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 20th July, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 20th July, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="501 1153 1383 1608">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="501 1646 1383 1794">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="501 1832 1383 2007">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have

to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from

	a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Mr. M. Sudhakar by e-mail to advocatesudha2015@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@krishcastrapping.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@krishcastrapping.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is

therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members are encouraged to submit their questions in advance with regard to any other matter to be placed at this EGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at cs@krishcastrapping.com before 5.00 p.m. (IST) on Tuesday, July 23rd 2024. Such queries will be appropriately responded by the Company
6. Shareholders who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at cs@krishcastrapping.com. Pre-registration should be done between Saturday, July 20, 2024 (9:00 a.m. IST) and Thursday, July 25, 2024 (5:00 p.m. IST)

Other Information:

As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc through their Depository Participant.

Non-Resident Indian members are requested to inform the Company/ respective DPs immediately of change in their residential status on return to India for permanent settlement.

Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to the RTA M/s. Purva Sharegistry India Private Limited at support@purvashare.com as per the requirement of the aforesaid circular.

Members are requested to address all correspondence, including voting by electronic means if any, E-Voting Partner / to the Registrar and Share Transfer Agents and/or to the Company.

1. National Securities Depository Limited (E-Voting Partner)

Contact Person: Ms. Prajakta Pawle

NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,

Senapati Bapat Marg, Lower parel,
Mumbai 400 013
Ph: 022 - 4886 7000 and 022 - 2499 7000
Mail: evoting@nsdl.co.in

2. Purva Sharegistry India Private Limited (RTA)

Contact Person: Mr. Purva Shah
9 Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (E),
Mumbai - 400011
Ph: +91- 8928652025
Mail: support@purvashare.com

3. Krishca Strapping Solutions Limited

Contact Person: Ms.Diya Venkatesan, Company Secretary
Building 1B, LOGOS Mappedu Logistics Park Satharai Village,
Thiruvallur-631203, Tamilnadu, India,
Ph: +91- 9094575375
Mail: cs@krishcastrapping.com

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act”), the following explanatory statement sets out all material facts relating to the *Special Business* mentioned in Item No. 1 & 2 of the accompanying Notice:

Item No. 1 & 2: Issuance of Equity Shares and Fully Convertible Warrants on a Preferential Basis.

The *Special Resolution* contained in Item No. 1 & 2 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, the following securities on a preferential basis:

1. up to 21,20,000 (Twenty-One Lakhs Twenty Thousand) Equity Shares having face value of Rs. 10/- each (“Equity Shares”) of the Company, at an issue price of Rs. 233/- (Rupees Two Hundred Thirty-Three Only) per Equity Share, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 49,39,60,000/- (Rupees Forty-Nine Crores Thirty-Nine Lakh Sixty Thousand Only), to certain persons belonging to “Non-Promoter Group” category
2. up to 8,00,000 (Eight Lakhs) Fully Convertible Warrants (“Warrants”), at an issue price of Rs.233/- (Rupees Two Hundred Thirty-Three Only) per warrant, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs.18,64,00,000/- (Rupees Eighteen Crores Sixty-Four Lakh Only) to certain persons belonging to the “Promoter & Promoter Group” & “Non-Promoter” category.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Tuesday, July 02, 2024.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

For the purpose of Item No. 1 & 2, the Company intends to utilize the proceeds raised through the issue of Equity Shares and Warrants (“Issue Proceeds”) towards the following objects:

1. For expansion of manufacturing facilities of the Company.
2. For Working Capital Requirements of the Company; and
3. For General Corporate Purpose.

(Hereinafter collectively referred to as “**Objects**”)

Utilization of Proceeds

As the funds to be received against the issue of Equity Shares, allotment of warrants and conversion of warrants into Equity Shares, will be in tranches and the quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

S. No.	Particulars	Total estimated amount to be utilized (Rs. In Lakh)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	For expansion of manufacturing facilities of the Company.	4,650.00	By May 31, 2026
2	For Working Capital Requirements of the Company; and	1,250.00	By May 31, 2026
3	For General Corporate Purpose	903.60	By May 31, 2026
Total		6,803.60	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note : All decimals have been rounded off to two decimal points.

Schedule of Implementation and Deployment of Funds

The Net Issue Proceeds to be received by the Company on the allotment of Equity Shares and Warrants, within 18 (eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company’s business requirements and availability of issue proceeds, latest by May 31, 2026.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Since the issue size for both the issue of Equity Shares and Warrants does not exceed Rs. 100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

promoters								
Total Promoter shareholding A=A1 +A2	75,54,750	62.59	-	75,54,750	53.24	2,50,000	78,04,750	52.07
(B) Public Shareholding								
B1) Institutional Investors	-	-	-	-	-	-	-	-
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-	-	-	-
Individuals	36,39,900	30.16	7,75,000	44,14,900	31.11	2,00,000	46,14,900	30.79
Body Corporate	1,98,800	1.65	8,49,000	10,47,800	7.38	-	10,47,800	6.99
Others (Including HUF, LLP & NRI)	6,76,550	5.61	4,96,000	11,72,550	8.26	3,50,000	15,22,550	10.16
Total Public Shareholding B=B1+B2+B3	45,15,250	37.41	21,20,000	66,35,250	46.76	5,50,000	71,85,250	47.93
C) Non-Promoter – Non-Public	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,20,70,000	100	21,20,000	1,41,90,000	100	8,00,000	1,49,90,000	100

Notes:

1. The pre-issue shareholding pattern is as on Friday, June 28, 2024.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.
4. Above percentages have been calculated on the basis of post preferential issue capital on fully diluted basis.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares and Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 1 & 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable since the Company has not made preferential issue of any Security during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
1	M/s. S Gupta Family Investments Pvt Ltd	Non-Promoter	Neera Gupta
2	Reena Singhal	Non-Promoter	Refer Note
3	M/s. Subham Buildwell Private Limited	Non-Promoter	Mahabir Prasad Agarwal
4	M/s. Narantak Dealcomm Limited	Non-Promoter	Brij Bhushan Agarwal
5	M/s. Real & Sons	Non-Promoter	Gaurav Agrawal
6	M/s. Shri Bajrang Commodity	Non-Promoter	Narendra Goel
7	M/s. Niveshaay Hedgehogs LLP	Non-Promoter	1. Arvind Ashokkumar Kothari 2. Gunjan Kabra 3. Vikram Sharma
8	M/s. Ten Eighty Investments	Non-Promoter	Nidhi Thakkar
9	Manas Agarwal	Non-Promoter	Refer Note
10	Sachin Kasera	Non-Promoter	Refer Note
11	M/s. Satya Foundation	Non-Promoter	Rajiv Kumar Gupta
12	Jigar Chandrakant Shah	Non-Promoter	Refer Note
13	Ajay Girish Vora	Non-Promoter	Refer Note
14	Nikunj Sudhir Shah	Non-Promoter	Refer Note
15	M/s. Svastha consulting LLP	Non-Promoter	Ashish Kehair & Priya Nayak Kehair
16	Madhubala Jain	Non-Promoter	Refer Note
17	Dev Karvat	Non-Promoter	Refer Note
18	M/s. Suryatej Advisors LLP	Non-Promoter	Girish Kulkarni
19	Santoshkumar Pandey	Non-Promoter	Refer Note
20	M/s. Kaviraj Capital Management Pvt Ltd	Non-Promoter	Kamal Purohit
21	Neha Dipesh Jain	Non-Promoter	Refer Note
22	Vijay Jagmohandas Engineer	Non-Promoter	Refer Note
23	Sunil Abar	Non-Promoter	Refer Note
24	M/s. Caprize Investment Managers Private Limited	Non-Promoter	Saarthak Ashwin Kothari & Paras Hemchand Chheda
25	Henal Mayank Mamania	Non-Promoter	Refer Note
26	Kalpana Sudhir Bheda	Non-Promoter	Refer Note
27	Uma Goyal	Non-Promoter	Refer Note
28	Rekha Suraj	Non-Promoter	Refer Note
29	Lenin Krishnamoorthy Balamanikandan	Promoter	Refer Note
30	M/s Marigold Partners	Non-Promoter	Sachin Kasera
31	S V Enterprises	Non-Promoter	Sanjay Harshadrai Mehta & Vishal Ashok Talreja
32	DivyaShri Ravichandran	Non-Promoter	Refer Note

Note : Not Applicable as allottee is a Natural Person

IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding structure (Presuming full conversion of Warrants)#	
		No. of shares	%		No. of shares	%		No. of shares	%
1.	M/s. S Gupta Family Investments Pvt Ltd	-	-	6,00,000	6,00,000	4.23	-	6,00,000	4.00
2.	Reena Singhal	-	-	1,00,000	1,00,000	0.70	-	1,00,000	0.67
3.	M/s. Subham Buildwell Private Limited	-	-	1,00,000	1,00,000	0.70	-	1,00,000	0.67
4.	M/s. Narantak Dealcomm Limited	-	-	1,00,000	1,00,000	0.70	-	1,00,000	0.67
5.	M/s. Real & Sons	-	-	33,000	33,000	0.23	-	33,000	0.22
6.	M/s. Shri Bajrang Commodity	-	-	21,000	21,000	0.15	-	21,000	0.14
7.	M/s. Niveshaay Hedgehogs LLP	-	-	21,000	21,000	0.15	-	21,000	0.14
8.	M/s. Ten Eighty Investments	-	-	21,000	21,000	0.15	-	21,000	0.14
9.	Manas Agarwal	-	-	15,000	15,000	0.11	-	15,000	0.10
10.	Sachin Kasera	-	-	2,00,000	2,00,000	1.41	1,00,000	3,00,000	2.00
11.	M/s. Satya Foundation	-	-	2,00,000	2,00,000	1.41	-	2,00,000	1.33
12.	Jigar Chandrakant Shah	-	-	75,000	75,000	0.53	1,00,000	1,75,000	1.17
13.	Ajay Girish Vora	-	-	1,25,000	1,25,000	0.88	-	1,25,000	0.83
14.	Nikunj Sudhir Shah	-	-	50,000	50,000	0.35	-	50,000	0.33
15.	M/s. Svastha consulting LLP	-	-	50,000	50,000	0.35	-	50,000	0.33
16.	Madhubala Jain	-	-	25,000	25,000	0.18	-	25,000	0.17
17.	Dev Karvat	-	-	85,000	85,000	0.60	-	85,000	0.57
18.	M/s. Suryatej Advisors LLP	-	-	1,50,000	1,50,000	1.06	-	1,50,000	1.00
19.	Santoshkumar Pandey	-	-	20,000	20,000	0.14	-	20,000	0.13
20.	M/s. Kaviraj capital management Pvt Ltd	-	-	25,000	25,000	0.18	-	25,000	0.17
21.	Neha Dipesh Jain	-	-	10,000	10,000	0.07	-	10,000	0.07
22.	Vijay Jagmohandas Engineer	-	-	10,000	10,000	0.07	-	10,000	0.07
23.	Sunil Abar	-	-	10,000	10,000	0.07	-	10,000	0.07
24.	M/s. Caprize Investment Managers Private Limited	-	-	24,000	24,000	0.17	-	24,000	0.16
25.	Henal Mayank Mamania	-	-	14,000	14,000	0.10	-	14,000	0.09
26.	Kalpna Sudhir Bheda	3,000	0.02	14,000	17,000	0.12	-	17,000	0.11

27	Uma Goyal	-	-	12,000	12,000	0.08	-	12,000	0.08
28	Rekha Suraj	-	-	10,000	10,000	0.07	-	10,000	0.07
29	Lenin Krishnamoorthy Balamanikandan	49,30,232	40.85	-	49,30,232	34.74	2,50,000	51,80,232	34.56
30	Marigold Partners	-	-	-	-	-	2,00,000	2,00,000	1.33
31	S V Enterprises	-	-	-	-	-	1,00,000	1,00,000	0.67
32	DivyaShri Ravichandran	-	-	-	-	-	50,000	50,000	0.33

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis, which may vary depending upon any other corporate action in between.

X. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares and Warrants and allotment of Equity Shares upon conversion of the warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- Equity Shares, Warrants and the Equity Shares to be allotted upon conversion of the warrants, shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares and Warrants has been reckoned as Thursday, June 27, 2024.

The Equity Shares of the Company are listed on the SME platform of National Stock Exchange of India Limited only (“**Stock exchange**”). The Existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, in accordance with the Articles of Association of the Company, we have undertaken a report on the valuation of the Equity Shares of the Company, from M/s Corporate Professionals Valuation Services Private Limited, an Independent Registered Valuer.

In terms of the Regulation 164 (1) of SEBI (ICDR) Regulations, read with its first proviso, the floor price at which Equity Shares shall be allotted shall not be less than higher of the following:

- the 90 trading days’ volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., Rs. 232.90/- per Equity Share; or
- the 10 trading days’ volume weighted average price of the Equity Shares of the Company quoted

on the NSE, preceding the Relevant Date, i.e., Rs. 225.89/- per Equity Share. or

- c. Rs.214.24/- per Equity Share according to the valuation of Equity Shares done by M/s Corporate Professionals Valuation Services Private Limited, vide Valuation Report dated July 02, 2024.

Accordingly, the floor price for issue of equity shares in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 232.90/- per Equity Share, being higher of the above computed prices.

The issue price of the Equity Shares to be allotted on preferential basis is Rs. 233/- each to the proposed allottees, which is higher than the price as computed above.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Lenin Krishnamoorthy Balamanikandan	Promoter	Promoter
2.	M/s. S Gupta Family Investments Pvt Ltd	Non-Promoter	Non-Promoter
3.	Reena Singhal	Non-Promoter	Non-Promoter
4.	M/s. Subham Buildwell Private Limited	Non-Promoter	Non-Promoter
5.	M/s. Narantak Dealcomm Limited	Non-Promoter	Non-Promoter
6.	M/s. Real & Sons	Non-Promoter	Non-Promoter
7.	M/s. Shri Bajrang Commodity	Non-Promoter	Non-Promoter
8.	M/s. Niveshaay Hedgehogs LLP	Non-Promoter	Non-Promoter
9.	M/s. Ten Eighty Investments	Non-Promoter	Non-Promoter
10.	Manas Agarwal	Non-Promoter	Non-Promoter
11.	Sachin Kasera	Non-Promoter	Non-Promoter

S. No.	Name of the Proposed Allottees	Current Status	Post Status
12.	M/s. Satya Foundation	Non-Promoter	Non-Promoter
13.	Jigar Chandrakant Shah	Non-Promoter	Non-Promoter
14.	Ajay Girish Vora	Non-Promoter	Non-Promoter
15.	Nikunj Sudhir Shah	Non-Promoter	Non-Promoter
16.	M/s. Svastha consulting LLP	Non-Promoter	Non-Promoter
17.	Madhubala Jain	Non-Promoter	Non-Promoter
18.	Dev Karvat	Non-Promoter	Non-Promoter
19.	M/s. Suryatej Advisors LLP	Non-Promoter	Non-Promoter
20.	Santoshkumar Pandey	Non-Promoter	Non-Promoter
21.	M/s. Kaviraj capital management Pvt Ltd	Non-Promoter	Non-Promoter
22.	Neha Dipesh Jain	Non-Promoter	Non-Promoter
23.	Vijay Jagmohandas Engineer	Non-Promoter	Non-Promoter
24.	Sunil Abar	Non-Promoter	Non-Promoter
25.	M/s. Caprize Investment Managers Private Limited	Non-Promoter	Non-Promoter
26.	Henal Mayank Mamanian	Non-Promoter	Non-Promoter
27.	Kalpana Sudhir Bheda	Non-Promoter	Non-Promoter
28.	Uma Goyal	Non-Promoter	Non-Promoter
29.	Rekha Suraj	Non-Promoter	Non-Promoter
30.	Marigold Partners	Non-Promoter	Non-Promoter
31.	S V Enterprises	Non-Promoter	Non-Promoter
32.	DivyaShri Ravichandran	Non-Promoter	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from M/s. Prachi Bansal and Associates, Company Secretaries (UDIN-A043355F000670619), Practicing Company Secretaries, certifying that the preferential issue of Equity Shares and Warrants are being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.krishcastrapping.com.

XVII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at item no.1 of this Notice:

Except Mr. Lenin Krishnamoorthy Balamanikandan, Chairman & Managing Director (DIN: 07941696), being one of the proposed allottees of the warrants and Ms. Navaneethakrishnan Saraladevi (DIN:07941812), whole-time director and CFO being spouse of Mr. Lenin Krishnamoorthy Balamanikandan none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at item no.2 of this Notice:

The Board of Directors recommends the resolutions as set out in Item No. 1 & 2 of this notice for the issue of Equity shares and Warrants, on a preferential basis, to the proposed allottees by way of Special Resolution.

**By order of the Board of Directors
For Krishca Strapping Solutions Limited**

Sd/-

Diya Venkatesan

Company Secretary and Compliance Officer

Membership No. A55736

Place: Chennai

Date: July 04, 2024